

respectively, in the manner set forth herein constitute the best notice practicable under the circumstances, are due and sufficient notice to all persons entitled thereto and comply fully with the requirements of Federal Rule of Civil Procedure 23 and the due process requirements of the Constitution of the United States.

5. Within ten (10) days after the date of this Order (“Notice Date”), the Notice shall be mailed by first class U.S. Mail, postage prepaid, to all potential members of the Class whose identities and locations are reasonably ascertainable, which may be satisfied by sending the Notice to the 7,388 addresses of potential class members that Plaintiffs identified in Defendant and third-party records obtained during discovery, plus any potential class members identified since then. In addition, the Summary Notice shall be published in the next available issue of Hoard’s Dairyman. Plaintiffs also shall post the Settlement Agreement, Notice and their motion for preliminary approval on the class action website maintained by the class action administrator.

6. No additional opt-out period is warranted or required by Rule 23(e)(4) of the Federal Rules of Civil Procedure.

7. Any person who timely requested exclusion from the Class may apply to the Court to be reinstated to the Class (opt back in) for purposes of participating in the Settlement Agreement provided such application sets forth the reasons for seeking reinstatement and is filed with the Claims Administrator at least fourteen (14) days prior to the Fairness Hearing.

8. Any member of the Class who objects to the settlement must do so in writing. The objection must include the caption of this case, be signed, and be filed with the Court no later than fourteen (14) days prior to the Fairness Hearing and shall otherwise comply with the requirements set forth in the Notice. The objection must also be mailed to Class Counsel and counsel for

Defendants, postmarked no later than fourteen (14) days prior to the Fairness Hearing. Any response to timely, completed objections must be filed with the Court and served no later than seven (7) days prior to the Fairness Hearing.

9. Any Class Member who wishes to be eligible for a payment as a result of the Settlement, including those members seeking to opt back in, must file a claim no later than fourteen (14) days before the Fairness Hearing.

10. No later than seven (7) business days prior to the Fairness Hearing, Class Counsel shall file with the Court, and serve upon counsel for Defendants, affidavits or declarations of the person under whose general direction the mailing of the Notice and the publication of the Summary Notice were made, showing that mailing and publication were made in accordance with this Order.

11. The Court will convene a hearing (the “Fairness Hearing”) on November 4 at 9:00 a.m., at 200 West Depot Street, Greenville, Tennessee, to consider (a) whether the Settlement Agreement should be finally approved as fair, reasonable, and adequate to and in the best interests of the Class, and whether Judgment should be entered dismissing the Released Claims on the merits and with prejudice; and (b) whether to approve any application by Class Counsel for an award of attorneys’ fees and payment of costs and expenses. Any Class member who follows the procedure set forth in the Notice may appear and be heard at the Hearing. The Hearing may be continued without further notice to the Class.

12. Any member of the Class who seeks to appear and be heard at the Fairness Hearing shall, no later than fourteen (14) business days prior to the Fairness Hearing, send a letter with that request to the Clerk of the Court, Class Counsel, and counsel for the Defendants.

13. The Court approves the establishment of the Settlement Fund, as set forth in the

Settlement Agreement, as a “Qualified Settlement Fund” pursuant to Treas. Reg. § 1.468B-1. The Court retains continuing jurisdiction over any issues regarding the formation or administration of the Settlement Fund. Class Counsel and their designees are authorized to use up to \$50,000 of the Settlement Fund to give notice of the Settlement to Class members and for settlement administration costs, up to \$10,000 of the Settlement fund for escrow agent costs, and such amount of the Settlement Fund as is required to pay taxes on income earned on the Settlement Fund, with prior notice to Defendants. No other disbursements shall be made from the Settlement Fund prior to the Effective Date, as defined in the Settlement Agreement, and then only upon approval and order of the Court.

14. Rust Consulting, Inc. is appointed as Claims Administrator for purposes of notice and administration of the settlement with SMA and Baird.

15. JPMorgan Chase Bank, National Association shall serve as the escrow agent in connection with the Settlement Fund described in Paragraph 7.1 of the Settlement Agreement.

16. Plaintiffs and members of the Class are preliminarily enjoined from the initiation, commencement or prosecution of any Released Claim by any of the Releasing Parties.

17. All claims against SMA and Baird are SEVERED from those against the other Defendants and all claims against SMA and Baird are STAYED until further order of the Court.

18. All capitalized terms used in this Order shall have the meanings set forth in the Settlement Agreement.

ENTER:

s/J. RONNIE GREER
UNITED STATES DISTRICT JUDGE

Ex. B

If Your Farm Produced Grade A Milk in the Southeast Since 2001

You Could Get Money from Class Action Settlements.

A federal court authorized this notice. This is not a solicitation from a lawyer.

- A \$140 million settlement with Dean Foods Company ("Dean") has been reached in a class action lawsuit involving the price of Grade A milk that was produced in the Southeast. Also, a settlement for \$5 million plus certain structural changes has been reached with Southern Marketing Agency ("SMA") and James Baird ("Baird").
- The settlements resolve all claims against Dean, SMA and Baird in a lawsuit over alleged anticompetitive conduct in the purchase, sale, and marketing of raw Grade A milk in Federal Milk Marketing Orders 5 and 7 (the "Southeast"), which cover Alabama, Arkansas, Georgia, Kentucky, Mississippi, Louisiana, North Carolina, South Carolina, and Tennessee, as well as parts of Florida, Indiana, Missouri, Virginia, and West Virginia. The settlement does *not* resolve claims against the other Defendants in this case, and the litigation is continuing against them.
- You may be eligible for a settlement payment. Under the settlements, dairy farmers who produced Grade A milk in Federal Milk Market Orders 5 or 7 and sold that milk directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 may be eligible for a payment.

Defendants: Dean, National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), SMA, Gary Hanman, and Baird.

Alleged Co-Conspirators: Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

- You may be eligible for a settlement payment even if you previously submitted a request to be excluded (opt out).

Your legal rights are affected whether you act or don't act. Read this notice carefully.

SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENTS	
SUBMIT A CLAIM FORM	The only way to get a payment.
OPT BACK INTO CLASS	If you completed a request to be excluded from the class, you may now ask the Court to reinstate you as a member of the class for purposes of the settlements with Dean, SMA and Baird.
OBJECT	Write to the Court about what you don't like about the settlements.

GO TO A HEARING	Ask to speak in Court about the fairness of the settlements.
DO NOTHING	Get no payment. Give up rights to ever sue Dean, SMA and Baird about the legal claims in this case.

- These rights and options - **and the deadlines to exercise them** - are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the settlements. Payments will be made if the Court approves the settlements and after any appeals are resolved. Please be patient.

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BASIC INFORMATION

1. Why is there a notice?

You have a right to know about proposed settlements of a class action lawsuit, and about your options, before the Court decides whether to approve the settlements.

The Court in charge of the case is the United States District Court for the Eastern District of Tennessee. The case is known as *Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.*, No. 2:07-CV-208. The people who sued are called Plaintiffs. The people and companies they sued are called Defendants.

2. Who are the Defendants and alleged Co-Conspirators?

Plaintiffs brought this lawsuit against nine Defendants involved in the marketing, sale or purchase of raw Grade A milk produced by dairy farmers in the Southeast. One Defendant was dismissed. The current Defendants are Dean Foods Company ("Dean"), National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), Southern Marketing Agency ("SMA"), Gary Hanman, and James Baird.

The alleged Co-Conspirators are Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

3. What is the lawsuit about?

The lawsuit claims that Defendants violated federal antitrust laws and that as a result the prices paid to dairy farmers in Orders 5 and 7 for raw Grade A milk were lower than they otherwise would have been. Dean, SMA and Baird deny that they did anything wrong. The other Defendants have also denied that they did anything wrong. A jury has not yet heard or resolved the merits of Plaintiffs' claims, or determined whether Plaintiffs' or Defendants' claims are true.

4. Why is this a class action?

In a class action, one or more people called class representatives sue on behalf of persons who have similar claims. All these people are a Class or Class Members. One court resolves the issues common to all Class Members, except for those Class Members who exclude themselves from the Class. The class representatives in this case are Sweetwater Valley Farm, Inc., Barbara Arwood and Victor Arwood d/b/a VBA Dairy, Jeffrey P. Bender, Randel E. Davis, Farrar & Farrar Dairy, Inc., Fred Jaques, John M. Moore, D.L. Robey Farms, Robert D. Stoots, Virgil C. Willie, Thomas R. Watson, James D. Baisley and Eva C. Baisley d/b/a Baisley Farms, Stephen J. Cornett, William C. Frazier and Branson C. McCain d/b/a McCain Dairy, and Jerry L. Holmes. U.S. District Judge J. Ronnie Greer is in charge of this class action.

5. Why is there a settlement with Dean, SMA and Baird?

The Court has not decided in favor of Plaintiffs or Dean, SMA or Baird. The Plaintiffs think they would win against Dean, SMA and Baird at a trial. Dean, SMA and Baird think Plaintiffs would not win. But there will be no trial against Dean, SMA or Baird. Instead, Plaintiffs and Dean, SMA and Baird agreed to settlements. That way, they avoid the cost of a trial, and Class Members will get the benefits of the settlements. The Class Representatives and their attorneys, who conducted an extensive investigation of the facts and the law relevant to the lawsuit, think the settlements are best for all Class Members.

6. Will the lawsuit continue against the other Defendants?

Yes. The lawsuit will continue against the other Defendants.

7. What happens if the Plaintiffs later reach a settlement with other Defendants?

If Plaintiffs later reach a settlement agreement with any of the remaining Defendants, you will receive a separate notice of that settlement, which will describe the terms of that settlement and your rights and options with respect to that settlement.

WHO IS ELIGIBLE TO PARTICIPATE IN THE SETTLEMENTS?

8. How do I know if I am eligible to participate in the settlements?

In general, all dairy farmers, whether individuals, entities, or members of cooperatives, who produced raw Grade A milk in Order 5 or Order 7 and sold that milk directly or through an agent to Defendants or alleged Co-Conspirators during any time from January 1, 2001, to present are eligible to participate in the settlements.

9. Are there any exceptions to being eligible?

You are **not** a Class Member if you are a current or former officer or director of DFA or SMA.

You are **not** a Class Member if the complaint alleges you participated in the conspiracy that is the subject of the lawsuit. The complaint can be viewed at www.SoutheastDairyClass.com.

You are **not** a Class Member if you previously timely asked to be excluded from (opt out) the Class, unless the Court reinstates you as part of the Class for purposes of the settlements with Dean, SMA and Baird. See Question 10 below for instructions on how to seek reinstatement.

10. If I asked to be excluded from the class, can I change my mind now?

If you previously asked to be excluded from the Class, you may ask the Court to reinstate you as part of the Class for purposes of the settlements with Dean, SMA and Baird only. You must submit an application to Rust Consulting, the claims administrator, explaining your reasons for seeking reinstatement for purposes of the settlements with Dean, SMA and Baird by **October 21, 2011**.

11. I'm still not sure if I'm included.

If you are still not sure whether you are eligible to participate in the settlements, you can ask for free help. For more information, visit www.SoutheastDairyClass.com, or call 1-800-874-2297, or write to SE Dairy Settlement, c/o Rust Consulting, Inc., P0 Box 2392, Faribault, MN 55021-9092.

THE SETTLEMENTS' BENEFITS

12. What do the Settlements provide?

Dean has agreed to pay up to \$140,000,000 into a settlement fund in five installments paid over a period of approximately four years. The Court granted preliminary approval of the Dean Settlement Agreement on July 14, 2011, and Dean made the first payment of \$60,000,000 into an Escrow account as required by the agreement. As a result of Plaintiffs' settlement with SMA and Baird, an additional \$5,000,000 will be paid into a settlement fund and certain structural changes, as described below, will be implemented relating to the manner in which SMA is operated and managed, the way in which milk is marketed in the Southeast, and how SMA interacts with Southeast dairy farmers. After deducting attorneys' fees, costs, and other fees and expenses (*see* Question 18), the net settlement funds will be distributed to Class Members who file valid claims.

The settlement funds will be reduced by the amount of money that those potential Class Members who

have previously excluded themselves from the class and are not reinstated (*see* Question 10) would have received had they filed valid claims.

As noted above, certain structural changes will be implemented as a result of Plaintiffs' settlement with SMA and Baird, including:

- SMA will undergo a broad annual audit of its activities conducted by an independent auditor, the results of which shall be made available to SMA's Board of Directors and the managers of SMA's member cooperatives. In addition, a summary report of the independent auditor's annual audit will be posted on SMA's website.
- SMA will use its best efforts to increase Class I utilization percentages in Federal Orders 5 and/or 7 by reducing milk supply commitments to certain manufacturing plants currently operating in Federal Orders 5 and/or 7.
- SMA and Baird will establish and maintain, for a minimum of three (3) years, a production incentive program for the dairy farmer members of SMA's member cooperatives in Federal Orders 5 and/or 7 designed to increase prices paid to these farmers and increase local milk production.
- SMA will make certain changes in the procedures for the election of its board of directors, the implementation of term limits for most directors, and the required disclosure of potential and actual conflicts of interest.
- SMA will no longer handle, pool, or otherwise be involved with milk marketed by Dairy Marketing Services, LLC ("DMS") for independent farmers.
- The management agreement between SMA's member cooperatives and VFC Management, LLC (Baird's management company)—to the extent it relates to the management of SMA—will be terminated without cause and a competitive bidding process, as set forth in the Settlement Agreement, will be implemented for the selection of SMA's General Manager.
- SMA will establish a Dispute Resolution Committee consisting of three independent parties authorized to hear and resolve complaints and disputes from dairy farmer members of SMA's member cooperatives over Defendants' compliance with certain provisions of the Settlement Agreement.

The Settlement Agreements, available at the website, contain more details about the settlements.

13. How much money can I get from the settlements?

The amount of money you may receive cannot be calculated at this time. Your share will depend on several factors. These factors include, but may not be limited to: (a) the amount of raw Grade A milk you produced in Order 5 and/or Order 7 and sold directly or through an agent to Defendants or alleged Co-Conspirators in Order 5 and/or Order 7 from January 1, 2001 to present; (b) the number of valid claims that are received; and (c) the fees, costs and expenses approved by the Court.

We don't know how many people will file claims. However, if 7,000 dairy farmers file a valid claim, the average payment per farmer is estimated to be \$13,000. Your payment could be more or less than that depending on the amount of raw Grade A milk you produced in Order 5 and/or Order 7 and sold directly or through an agent to Defendants and alleged Co-Conspirators in Order 5 and/or Order 7 and the fees, costs and expenses approved by the Court. This illustration assumes that the Court approves an award of one-third of the settlement funds as attorneys' fees, costs and expenses.

14. What happens if the Court approves the settlements?

If you are a member of the Class (or are reinstated as a member of the Class) and the Court approves the settlements, you can't sue Dean, SMA or Baird, continue to sue Dean, SMA or Baird, or be part of

any other lawsuit against Dean, SMA or Baird regarding the legal claims in this case. It also means that all of the decisions by the Court will bind you. The "Release and Covenant Not to Sue" is described more fully in each Settlement Agreement and describes exactly the legal claims that you give up if the Court approves the settlements.

In addition, if the Court approves the SMA and Baird Settlement, to the extent you are a dairy farmer member of the Class who is a member of any of the member cooperatives of SMA, you may have to seek redress of certain complaints or disputes relating to SMA's operation and management with the SMA Dispute Resolution Committee as provided by in paragraph 7.7 of the SMA and Baird Settlement Agreement.

The Settlement Agreements are available at www.SoutheastDairyClass.com.

HOW TO GET A PAYMENT

15. How can I get a payment?

To ask for a payment, complete and submit a Claim Form. A Claim Form is enclosed with this Notice. Claim Forms are also available at www.SoutheastDairyClass.com or by calling 1-800-874-2297. Please read the instructions carefully, fill out the Claim Form, provide the required documentation and mail it postmarked no later than 14 days prior to the Fairness hearing to:

SE Dairy Settlement
c/o Rust Consulting, Inc.
P.O. Box 2392
Faribault, MN 55021-9092

If you previously excluded yourself from the Class and are not reinstated, you will not be eligible for any payment. Only Class Members are eligible for payments.

16. When will I get my payment?

Payments will be mailed to Class Members who send in valid Claim Forms on time, after the Court grants "final approval" to the settlements and after any appeals are resolved. If the Court approves the settlements after a hearing on **November 4, 2011**, there may be appeals. It's always uncertain when any appeals will be resolved, and resolving them can take time.

THE LAWYERS REPRESENTING YOU

17. Do I have a lawyer in the case?

The Court has appointed the following law firm as Class Counsel to represent the Class:

Baker & Hostetler LLP
1050 Connecticut Avenue, N.W. Suite 1100
Washington, D.C. 20036
(202) 861-1500

You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

18. How will the lawyers be paid?

The Court will decide how much Class Counsel will be paid. Class Counsel has not yet received any payment for work on this case, and has not been reimbursed for expenses. Class Counsel may ask the Court for up to one-third of the settlement funds in attorneys' fees, plus reimbursement of the costs and expenses for investigating the facts, litigating the case, and negotiating and administering the settlements. It is within the Court's discretion, however, to determine whether the amount requested, or a smaller amount, is reasonable and should be awarded. Class Counsel may also request a payment from the settlement funds for the Class Representatives who sued on behalf of the whole Class. All of these fees, costs and expenses will be deducted from the settlement funds, and will reduce the amounts available for Class Members.

OBJECTING TO THE SETTLEMENTS

19. How do I tell the Court that I don't like the settlements?

If you are a Class Member, you can object to either or both settlements or to Class Counsel's requests for fees and expenses. To object, you must send a letter saying that you object. Your letter must also include the following:

- Your name, address, and telephone number,
- The name of the case (*Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.*, No. 2:07-CV-208),
- Which settlement(s) you object to,
- The specific reasons you object to the settlement(s) or to Class Counsel's requests for fees and expenses, and
- Your signature.

Your objection, along with any supporting material you wish to submit, must be mailed and postmarked no later than **October 21, 2011**, to the following five addresses:

Court	Class Counsel	Dean Counsel	SMA Counsel	Baird Counsel
James H. Quillen	Robert Abrams	Paul H. Friedman	W. Gordon Dobie	Kelly B. Tidwell
United States Courthouse	BAKER & HOSTETLER LLP	DECHERT LLP	WINSTON & STRAWN LLP	PATTON, TIDWELL & SCHROEDER, LLP
220 W. Depot St., Ste. 200	1050 Connecticut Ave., N.W.	1775 Eye St., N.W.	35 W. Wacker Dr.	4605 Texas Blvd.
Greeneville, TN 37743	Washington, D.C. 20036	Washington, D.C. 20006	Chicago, IL 60601	Texarkana, TX 75503

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlements and any requests for attorneys' fees and expenses. You may attend and you may ask to speak, but you don't have to.

20. When and where will the Court decide whether to approve the settlements?

The Court will hold a hearing beginning at 9:00 a.m. on **November 4, 2011** at the James H. Quillen United States Courthouse, 220 West Depot Street, Greeneville, Tennessee in Courtroom 420. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.SoutheastDairyClass.com. At this hearing, the Court will consider whether the proposed settlements are fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court may listen to people who asked to speak at the hearing. The Court may also decide how much to pay Class Counsel. After the hearing, the Court will decide whether to approve the settlements. We do not know how long these decisions will take.

21. Do I have to come to the hearing?

No. Class Counsel will answer any questions Judge Greer may have. But you are welcome to attend the hearing at your own expense. If you send a written objection, you do not have to come to the Court to discuss it. As long as you mailed your written objection on time, following the instructions in this notice, the Court will consider it. You may also pay your own lawyer to attend, if you wish, but it's not necessary.

22. May I ask to speak at the hearing?

Yes. If you are a Class Member, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear at the Dean, SMA and Baird Settlement Fairness Hearing." Be sure to include your name, address, telephone number, and your signature. You cannot speak at the hearing if you previously exclude yourself from the Class and are not reinstated.

You must mail your Notice of Intention to Appear, postmarked no later than **October 17, 2011**, to the three addresses in Question 19.

IF YOU DO NOTHING

23. What happens if I do nothing at all?

If you do nothing, you will not get a payment from the settlements. In addition, if you are a Class Member your rights will be affected: you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Dean, SMA or Baird about the legal issues in this case, ever again.

GETTING MORE INFORMATION

24. How do I get more information?

This notice summarizes the proposed settlements. More details are in the Settlement Agreements. You can get a copy of the Settlement Agreements at www.SoutheastDairyClass.com. You may also write with questions to SE Dairy Settlement, c/o Rust Consulting, Inc., P.O. Box 2392, Faribault, MN 55021-9092. You can also get a Claim Form at the website, or by calling the toll free number, 1-800-874-2297.

Claim Form

Settlements with Dean, SMA and Baird

Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.
No. 2:07-CV-208 (E.D. Tenn.)

You may be eligible to receive a payment from settlements reached with Dean Foods Company (“Dean”), Southern Marketing Agency (“SMA”) and James Baird (“Baird”) if your farm produced Grade A milk in Federal Milk Market Orders 5 and/or 7 and sold that milk directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7.

1. GENERAL INSTRUCTIONS

A. If you wish to receive a payment from the settlements, you must complete and return this Claim Form postmarked no later than **October 21, 2011** to the following address:

SE Dairy Settlement
c/o Rust Consulting, Inc.
P.O. Box 2392
Faribault, MN 55021-9092

B. You must provide the total amount of raw Grade A milk your farm produced in Federal Milk Market Orders 5 and/or 7 and sold directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 from January 1, 2001 until the present.

Orders 5 and 7 cover Alabama, Arkansas, Georgia, Kentucky, Mississippi, Louisiana, North Carolina, South Carolina, and Tennessee, as well as parts of Florida, Indiana, Missouri, Virginia, and West Virginia.

The current Defendants are Dean, National Dairy Holdings LP (“NDH”), Dairy Farmers of America, Inc. (“DFA”), Dairy Marketing Services, LLC (“DMS”), Mid-Am Capital, LLC (“Mid-Am”), SMA, Gary Hanman, and Baird.

The alleged Co-Conspirators are Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

C. You must sign your completed Claim Form.

D. Claim Forms not postmarked by **October 21, 2011** and sent to the address above may be rejected and you will not be able to get any money from the settlements.

E. Submission of a Claim Form does not guarantee that you will receive a payment from the settlements.

2. CLASS MEMBER INFORMATION

Please type or neatly print all information.

Last Name:	First Name:
Farm Name:	Address Number or P.O. Box:
Street or Road:	City:

State:	Zip Code:
Telephone (day):	Email:

3. TOTAL AMOUNT OF RAW GRADE A MILK

In the table below, indicate the total number of pounds of raw Grade A milk your farm produced in Federal Milk Market Orders 5 and/or 7 and sold directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 from January 1, 2001 until the present:

Total Number of Pounds of Raw Grade A Milk:

Note: The amount you indicate in the table above may be cross-checked against a database to confirm its accuracy.

4. REQUEST FOR FEDERAL TAXPAYER IDENTIFICATION NUMBER

Enter Taxpayer Identification Number (“TIN”) on the appropriate line.

- For individuals, this is your Social Security Number (“SSN”)
- For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”)
- For other entities, it is your EIN

Social Security Number (for individuals)

OR Employer Identification Number

If you are exempt from backup withholding, enter your current TIN above and write “exempt” on the following line: _____

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT

1. The number shown on this form is my current TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Service because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

5. CERTIFICATION

I certify under penalty of perjury that the information above is true and correct and that the submission of false information may subject me to civil and/or criminal penalties.

Signature of Class Member:	Print Name:
Farm Name:	Date:

Ex. C

Legal Notice

If Your Farm Produced Grade A Milk In the Southeast Since 2001

You Could Get Money from Class Action Settlements

A \$140 million settlement with Dean Foods Company ("Dean") has been reached in a class action lawsuit involving the price of raw Grade A milk that was produced and sold in the Southeast. Also, a settlement for \$5 million plus certain structural changes has been reached with Southern Marketing Agency ("SMA") and James Baird ("Baird"). The litigation is continuing against the other Defendants: National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), and Gary Hanman. If approved by the Court, the settlements will provide payments to dairy farmers who submit valid claim forms and you may be eligible.

What Is the Case About?

The lawsuit claims that Dean, SMA, Baird, the other Defendants, and their alleged co-conspirators violated federal antitrust laws and that as a result the prices paid to dairy farmers in Federal Milk Market Orders 5 and 7 ("Southeast") were lower than they otherwise would have been. Dean, SMA, Baird and the other Defendants deny that they did anything wrong. Orders 5 and 7 cover Alabama, Arkansas, Georgia, Kentucky, Mississippi, Louisiana, North Carolina, South Carolina, and Tennessee, as well as parts of Florida, Indiana, Missouri, Virginia, and West Virginia. Alleged Co-Conspirators are: Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

Who Is Included in the Class?

In general, all dairy farmers, whether individuals, entities, or members of cooperatives, who produced raw Grade A milk in Order 5 or in Order 7 and sold that milk directly or through an agent to Defendants or alleged co-conspirators at any time from January 1, 2001, through the present are members of the Class.

What If I Already Asked to be Excluded from the Class?

If you previously elected to be excluded from, or "opted out" of, the Class, you may ask the Court to reinstate you to the Class for purposes of participating in the settlements. Your application to the Court must contain the reasons for seeking reinstatement and must be filed with the Claims Administrator by **October 21, 2011**.

What Do the Settlements Provide?

Dean agreed to pay \$60 million into a settlement fund shortly after the settlement receives preliminary approval from the Court. The Court granted preliminary approval on July 14, 2011 and Dean made the first payment shortly thereafter. Dean will also pay up to \$20 million into the settlement fund shortly after each of the first, second, third, and fourth anniversaries of the Court's final approval of the settlement. As a result of Plaintiffs' settlement with SMA and Baird, an additional \$5 million will be paid into a settlement fund shortly after the settlement receives final approval from the Court and certain structural changes will be implemented relating to the manner in which SMA is operated and managed, the way in which milk is marketed in the Southeast, and how SMA interacts with Southeast dairy farmers. The complete details of the settlements with Dean, SMA and Baird are set forth in the Settlement Agreements, which are available at www.SoutheastDairyClass.com. After deducting attorneys' fees, costs, and other fees and expenses, the net settlement funds will be distributed to Class Members who file valid claims.

How to Get a Payment?

You must submit a Claim Form to get a payment under either settlement. You can get a Claim Form at

For More Information and a Claim Form: Call: 1-800-874-2297, Visit: www.SoutheastDairyClass.com

www.SoutheastDairyClass.com or by calling 1-800-874-2297. The deadline to submit a Claim Form is **October 21, 2011**. The amount of money you may receive cannot be calculated at this time. It will depend on the amount of raw Grade A milk you produced in Order 5 and Order 7 which was sold to Defendants and alleged Co-Conspirators in Order 5 and/or Order 7 from January 1, 2001 to the present as well as the number of valid claims that are received, and the fees, costs and expenses the Court approves. We don't know how many people will file claims. However, if 7,000 dairy farmers file a valid claim, the **average total payment** per farmer is estimated to be approximately \$13,000. Your payments could add up to be more or less than \$13,000 depending on the amount of raw Grade A milk you produced in Order 5 or Order 7 and sold to Defendants and alleged Co-Conspirators in Order 5 and/or Order 7.

What Else You Should Know.

If you are a Class Member and do nothing, you will be legally bound by the settlements, your rights will be affected and you will not be able to sue Dean, SMA, or Baird for any claim relating to the lawsuit. If you object to either settlement, you must submit your objections by **October 21, 2011**. The Court will hold a hearing on **November 4, 2011** to consider whether to approve the settlements and a request by the Class lawyers for up to one-third of the settlement amount in attorneys' fees, plus costs, expenses, and incentive fees for the dairy farmers who brought the lawsuit. You do not need to attend the hearing. If you wish, you or your own lawyer may ask to appear and speak at the hearing at your own cost.

For More Information and a Claim Form: call 1-800-874-2297 or visit www.SoutheastDairyClass.com